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JEREMY KAHN
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ATTORNEYS AT LAW
WASHINGTON, D. C. 20036



HAND DELIVERED

January 30, 2006

Honorable Vernon Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

ENTERED
Office of Proceedings

Part of
Public Record

Re: RailCrew Xpress, LLC
- Purchase and Acquisition of Control –
Brown's Crew Car of Wyoming, Inc., *et al.*
STB Docket MC-F- **21015**

Dear Secretary Williams:

There are transmitted herewith the original and 10 copies of an application pursuant to 49 U.S.C. §14303(a) for approval of a transaction involving the acquisition and acquisition of control of multiple motor passenger carriers, all as more fully described in the application.

Attached is a check payable to "Surface Transportation Board" in the amount of \$1,700 as the prescribed filing fee for this application.

Also attached are two copies of a proposed *Federal Register* notice describing the application. For your convenience, I have also attached a floppy disk with the proposed *Federal Register* notice included in Microsoft Word format.

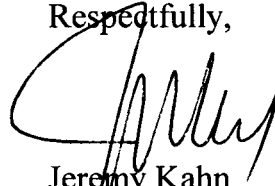
Finally, I have attached a copy of this letter and ask that you stamp it to acknowledge receipt of this filing.

Copies of this letter and the application have been served upon those parties identified in the application's "Certificate of Service."

Honorable Vernon Williams, Secretary
January 30, 2006
Page 2

Should you require anything further, your request to the undersigned, counsel for RailCrew Xpress, *et al.*, or Bradford Kistler, counsel for Brown's Crew Car, shall receive immediate attention.

Respectfully,



Jeremy Kahn
Counsel for RailCrew Xpress, *et al.*

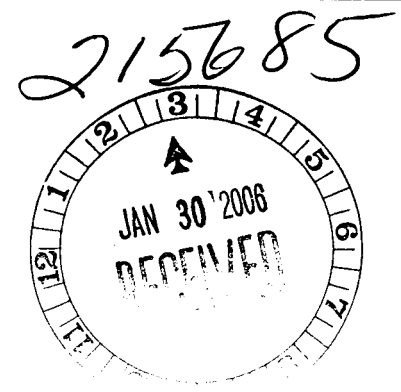
JK:hs

Enc.

CC: Bradford Kistler, Esq.

Mr. Scott Boyes

Parties as Identified in the Application's Certificate of Service



BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

ENTERED
Office of Proceedings

RAILCREW EXPRESS, LLC

-- CONTROL --

FILED IN
Public Record

BROWN'S CREW CAR OF WYOMING, INC.
RAUDIN MCCORMICK, INC.
and
JLS, INC.

STB DOCKET NO. MC-F- 21015

APPLICATION UNDER 49 U.S.C. §14303
FOR APPROVAL OF THE ACQUISITION OF CONTROL
BY RAILCREW XPRESS, LLC
OF BROWN'S CREW CAR OF WYOMING, INC.
AND CONTINUANCE IN CONTROL OF
TWO OTHER MOTOR PASSENGER CARRIERS

COME NOW, the parties named in this Application and respectfully submit this, their Application under 49 U.S.C. §14303(a) and STB Regulations at 49 CFR §1182 for approval of a "transaction," as described herein, the end result of which will be the control by non-carrier RailCrew Xpress, LLC of three motor passenger carriers, namely Brown's Crew Car of Wyoming, Inc., Raudin McCormick, Inc., and JLS, Inc., all as more fully described herein.

Parties to This "Transaction"

Identity of the Parties

The parties to the proposed "transaction" are as follows.

RailCrew Xpress, LLC ("RCXLLC"), a non-carrier, is a Limited Liability Company formed in Delaware, which, upon approval of this application, will control three Federal Motor Carrier Safety Administration ("FMCSA") registered motor passenger carriers.

RailCrew Xpress, Corp. ("RCXCORP"), a non-carrier, is a Corporation organized under the laws of Delaware. All of the stock of RCXCORP is held by RCXLLC. RCXCORP now owns the stock of two motor passenger carriers.

Brown's Crew Car of Wyoming, d/b/a Armadillo Express ("BROWN'S"), a Corporation organized under the laws of Wyoming, is a motor carrier of passengers, registered with the FMCSA in Docket MC-168832. In the proposed "transaction," all of the stock of BROWN'S is to be acquired by RCXLLC.

Raudin McCormick, Inc., ("RMI"), a Corporation organized under the laws of Texas, is a motor carrier of passengers, registered with the FMCSA in Docket MC-184860. As explained, *infra*, all of the stock of RMI was previously acquired by RCXCORP, before the parties became aware of STB's jurisdiction. By this application, RCXLLC seeks STB approval of its control, through RCXCORP, of RMI, as well as the other two motor carriers involved.

JLS, Inc., d/b/a AAA Limo ("JLS"), a Corporation organized under the laws of Texas, is a motor carrier of passengers, registered with the FMCSA in Docket MC-225657. As explained, *infra*, all of the stock of RMI was previously acquired by RCXCORP, before the parties became aware of STB's jurisdiction. By this application, RCXLLC seeks STB approval of its control, through RCXCORP, of JLS, as well as the other two motor carriers involved.

Essential Information About the Parties

RCXLLC is a non-carrier Delaware Limited Liability Company whose principal office is located at 557 Yonge St. Suite 1010, Toronto, ON M4M 4J1 Canada. RCXLLC holds all the stock of RCXCORP (and by reason of owning all the stock of RCXCORP, it also controls RMI and JLS) and upon completion of the proposed "transaction," it will hold all the stock of BROWN'S.

RCXCORP is a non-carrier Delaware Corporation whose principal office is located at 557 Yonge St. Suite 1010, Toronto, ON M4M 4J1 Canada. RCXCORP holds all the stock of RMI and JLS. All of the stock of RCXCORP is held by RCXLLC.

BROWN'S is a Corporation whose principal office is located at P.O. Box 2479, Cheyenne, WY 82003. BROWN'S is engaged in interstate operations as a motor passenger carrier pursuant to FMCSA registration at MC-168832 (USDOT No. 239639) and in intrastate operations in the states of California, Colorado,

Iowa, Minnesota, Nebraska, Nevada, Utah, and Wyoming. The stock of BROWN'S is to be acquired by RCXLLC in the proposed "transaction."

RMI is a Corporation whose principal office is located at P.O. Box 1793, Corsicana, TX 75110. RMI is engaged in interstate operations as a motor passenger carrier pursuant to FMCSA registration at MC-184860 (USDOT No. 295957) and in intrastate operations in the states of Kansas, Oklahoma, and Texas. The stock of RMI was previously acquired by RCXCORP.

JLS is a Corporation whose principal office is located at 908 Spruce St., Texarkana, TX 75501. JLS is engaged in interstate operations as a motor passenger carrier pursuant to FMCSA registration at MC-225657 (USDOT No. 335436) and in intrastate operations in the states of Alabama, Indiana, Kansas, Louisiana, Missouri, New Mexico, and Oklahoma. The stock of JLS was previously acquired by RCXCORP.

Pertinent Operating Authorities

BROWN'S is registered in FMCSA Docket MC-168832 as a motor common carrier to transport passengers, generally in charter and special operations service. BROWN's holds California intrastate charter party authority; Colorado intrastate authority in Permit B-9424 authorizing transportation of railroad crews; Iowa intrastate authority in a Motor Carrier Certificate issued April 21, 2004 authorizing charter operations; Nebraska common carrier authority in Docket No. B-1144, authorizing passenger transportation including railroad crews; Nevada

intrastate contract authority in PSC 6107 authorizing transportation of train crews; and Wyoming contract carrier authority in Docket No. M-000125830.

RMI is registered in FMCSA Docket MC-184860 as a motor common carrier to transport passengers, generally in charter operations. RMI holds Kansas intrastate authority in KSMCID 122329; Oklahoma intrastate authority in Certificate No. 66365; and Texas intrastate authority in Permit No. 2997B.

JLS is registered in FMCSA Docket MC-225657 as a motor contract carrier to transport passengers. JLS holds Alabama intrastate authority in Docket 27070, Permit 641; Indiana intrastate contract authority in Certificate No. 1039515; Kansas intrastate authority in Certificate MCID 227148; Louisiana intrastate authority in Certificate No. 6377; Missouri intrastate authority in Certificate and Permit No. 2138; New Mexico intrastate authority in Contract Permit No. 90-1213; and Oklahoma intrastate authority in Motor Carrier License No. 960723360512.

Description of the Proposed "Transaction"

The event triggering this application is the proposed purchase by RCXLLC of all the stock of BROWN'S.

However, in August, 2005, RCXCORP acquired all the stock of RMI and JLS. At the time, the parties were unaware of the requirement for prior STB approval of that acquisition under 49 U.S.C. §14303(a). (Approval was required

under ¶(a)(4), since there occurred “acquisition of control of at least two carriers [RMI and JLS] by a person that is not a carrier [RCXCORP].)

RailCrew Xpress only became aware of STB jurisdiction during its negotiation for the purchase of the stock of BROWN’S, a transaction which also requires STB approval under §14303(a)(5).

Now that it has become aware of the STB’s jurisdiction, RCXLLC seeks STB approval of the common control of BROWN’S (to be acquired now) and the two other carriers, RMI and JLS, whose stock was earlier acquired by RCXCORP.

For purposes of this application, the term “transaction” is used to describe not only the acquisition of the stock of BROWN’S, but also the common control by RCXLLC of BROWN’S, RMI, and JLS.

Federally Regulated Carrier Affiliates

Except for the motor carriers identified above, there are no other affiliated carriers involved in this application.

Jurisdictional Statement – Revenues

The Surface Transportation Board has jurisdiction over this matter under 49 U.S.C. §14303(g), because the annual aggregate gross operating revenues of the carriers involved significantly exceed \$2 million.

For purposes of establishing jurisdiction, the operating revenues for BROWN’S for the year 2005 were themselves in excess of \$15 million.

Environmental Impact

The parties assert approval of this application will not constitute a Federal action having a significant effect on the quality of the human environment and the conservation of energy resources.

Public Interest Considerations

a. Adequacy of Transportation Services

The proposed transaction will have no impact on the adequacy of transportation services available for the public.

As applicant RailCrew Xpress' name suggests, the transportation performed by all three carrier parties to the "transaction" is the specialized motor carrier transportation of rail crews. This is a highly specialized service involving the transportation of crew members who have exhausted their permissible hours of service, generally from (1) rail yard to rail yard, (2) hotels to rail yards, and (3) hotels and rail yards to trains at random points along the rail lines throughout multistate areas. Service is often performed to and from rural points on a 24 hour a day basis. In the same way transportation delays by a "just-in-time" property carrier could shut down an assembly line, delays in rail crew transportation could strand a train en route, with serious economic consequences. Thus, the field is populated by carriers specializing in such service.

The "transaction" here is an effort by RCXLLC to acquire privately-owned carriers previously engaged in such business and to infuse them with new

management (at the corporate level) and sources of funds to enhance the services which they have traditionally performed. It is reasonably expected that services performed by BROWN'S previously will be continued and enhanced under the new ownership; this is borne out by the experiences of RMI and JLS under the ownership by RCXLLC since August, 2005, whose services under prior ownership have been continued and enhanced since under RCXLLC's control.

b. Fixed Charges

There are no fixed charges associated with the proposed "transaction."

c. Employee Interests

No carrier operations employees will be adversely affected by the contemplated "transaction." All qualified operations employees of BROWN'S will be offered employment under the new ownership.

d. Competition and the Public Interest

In its consideration of "competition and the public interest" in transactions subject to §14303, the STB is ordinarily confronted with generic passenger transportation services used by the public at large, service which is contrasted with the specialized transportation services performed by all three carriers involved in this "transaction." The service they provide is limited to that performed for railroad customers.

None of the three motor carriers involved is in direct competition, so the common control by RCXLLC of all three will have no impact on competition. To

the parties' best knowledge, in treating applications under §14303, the STB has consistently found the passenger transportation business is inherently competitive and one of the reason it remains so are the low barriers to entry by new competitors. That is clearly the case here, particularly since transportation is performed in small capacity, low-cost (when compared to intercity buses) vehicles. Although these three carriers' business is only somewhat similar to that of intercity bus carriers, the findings of the former Interstate Commerce Commission with respect to healthy competition in the entire motor passenger transportation industry, including the significance of low barriers to entry, remain true today for this segment of the transportation business. *GLI Acquisition Co. – Purchase – Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988).

Further, in recent years the STB has been called upon to assess the “public interest” and “competition” issues inherent in the analogous practice of the acquisition of ownership of numerous bus carriers by non-carrier entities. In an unbroken line of decisions in recent years, the STB has consistently and without exception approved applications of this sort, thereby finding that acquisitions that contemplate the single control of numerous passenger carriers can result in better overall service for the public without any lessening of the benefits of healthy competition. A few examples of many such decisions include *Greyhound Lines, Inc., et al. – Continuance in Control – Crucero USA*, STB Docket MC-F-20991

(Sept. 20, 2002) and *Stagecoach Holdings, PLLC – Control – Coach USA, Inc., et al.*, STB Docket MC-F-20948 (July 22, 1999).

As the STB has consistently found, the acquisition of control proposed here is consistent with the public interest and will serve to promote competition.

U.S. DOT Safety Fitness Rating

The U.S. Department of Transportation Safety Rating for BROWN'S is "satisfactory" (assigned January 24, 2005). Neither RMI nor JLS has been assigned a safety rating.

Insurance Certification

Each of the three involved motor carriers now has and after STB approval will continue to have on file with FMCSA evidence of appropriate insurance coverage for bodily injury and property damage limits at not less than \$1.5 (the limits required by FMCSA for passenger carriers operating the type and size of vehicles operated by these three carriers).

Mexico Certification

The parties certify that none of the companies named in this application is domiciled in Mexico, nor are they owned or controlled by persons of that country.

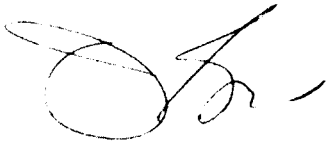
Verification

Each person signing this application verifies under penalty of perjury, under the laws of the United States of America, that all information supplied by such person on behalf of the company which he represents in connection with this application is true. Further, each person signing this application is qualified and authorized to file this application.

Each person signing further certifies under penalty of perjury under the laws of the United States, that he knows that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. §1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. §1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

ENTITY IN CONTROL

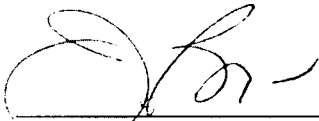
RailCrew Xpress, LLC



By: W. Scott Boyes, President

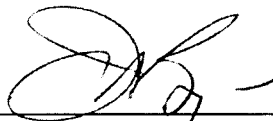
ENTITIES TO BE CONTROLLED

RailCrew Xpress, Corp.



By: W. Scott Boyes, President

Raudin McCormick, Inc.



By: W. Scott Boyes, President

JLS, Inc.



By: W. Scott Boyes, President

Brown's Crew Car of Wyoming, Inc.

By: Joe Brown, President

- 11A -

1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

ENTITY IN CONTROL

RailCrew Xpress, LLC

By: W. Scott Boyes, PresidentENTITIES TO BE CONTROLLED

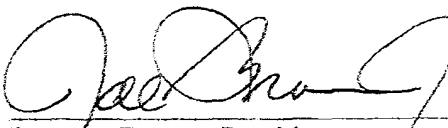
RailCrew Xpress, Corp.

Raudin McCormick, Inc.

By: W. Scott Boyes, PresidentBy: W. Scott Boyes, President

JLS, Inc.

Brown's Crew Car of Wyoming, Inc.

By: W. Scott Boyes, President
By: Joe Brown, President

Applicants' Representatives

The representative for all parties except BROWN'S is:

Jeremy Kahn, Esq.
Kahn and Kahn
1730 Rhode Island Ave., N.W., Suite 810
Washington, DC 20036
Telephone (202) 887-0037
Facsimile (202) 833-1219

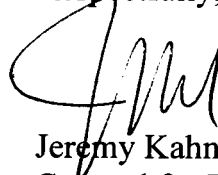
The representative for BROWN'S is:

Bradford E. Kistler, Esq.
Kinsey Ridenour Becker & Kistler, LLP
P.O. Box 85778
Lincoln, NE 68501
Telephone (402) 438-1313
Facsimile (402) 438-1654

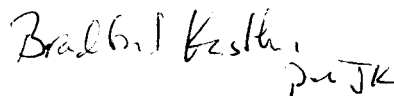
Conclusion

As provided by 49 CFR §1182 and for the reasons set forth herein, the Surface Transportation Board is requested respectfully to approve this application and authorize the transaction and acquisition of control as described herein.

Respectfully,



Jeremy Kahn
Counsel for RCXLLP, *et al.*



Bradford E. Kistler
Counsel for BROWN'S

Jeremy Kahn, Esq.
Kahn and Kahn
1730 Rhode Island Ave., N.W., Suite 810
Washington, DC 20036
Telephone (202) 887-0037
Facsimile (202) 833-1219

Bradford E. Kistler, Esq.
Kinsey Ridenour Becker & Kistler, LLP
P.O. Box 85778
Lincoln, NE 68501
Telephone (402) 438-1313
Facsimile (402) 438-1654

Certificate of Service

I hereby certify that as required by 49 CFR §1182, I have served a copy of the foregoing Application on the following entities by mailing a copy thereof, via First Class Mail, postage prepaid, addressed as follows:

U.S. Department of Transportation
Federal Motor Carrier Safety Administration
400 7th Street, S.W., Room 8214
Washington, DC 20590

U.S. Department of Justice, Antitrust Division
10th Street & Pennsylvania Avenue, N.W.
Washington, DC 20530

U.S. Department of Transportation
Office of the General Counsel
400 7th Street, S.W.
Washington, DC 20590.

Alabama Public Service Commission
Transportation Division
P.O. Box 304260
Montgomery, AL 36130

California Public Utilities Commission
Transportation Department
505 Van Ness Ave.
San Francisco, CA 94103

Department of Regulatory Agencies
Public Utilities Commission
1580 Logan St.
Denver, CO 80203

Indiana Department of Revenue
Motor Carrier Services Division
5252 Decatur Blvd., Suite R
Indianapolis, IN 46241

Iowa Department of Transportation
Office of Motor Carrier Services
P.O. Box 10382
Des Moines, IA 50306-0382

Kansas State Corporation Commission
Transportation Division
1500 SW Arrowhead Rd.
Topeka, KS 66604

Louisiana Public Service Commission
602 N. Fifth St., 12th Floor
P.O. Box 91154
Baton Rouge, LA 70821-9154

Nebraska Public Service Commission
Transportation Division
1200 N St., Suite 300
Lincoln, NE 68508

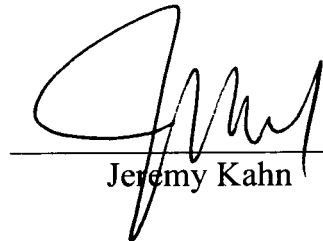
Nevada Transportation Services Authority
2290 S. Jones Blvd., Suite 110
Las Vegas, NV 89146

New Mexico Public Regulatory Commission
Transportation Division
P.O. Box 1269
Sante Fe, NM 87504-1269

Texas Department of Transportation
125 E. 11th St.
Austin, TX 78701

Wyoming Department of Transportation
Motor Vehicle Services – Regulatory Section
5300 Bishop Blvd.
Cheyenne, WY 82009-3340

Dated at Washington, DC, this 30th day of January, 2006.



Jeremy Kahn

EB

SERVICE DATE – FEBRUARY , 2006



SURFACE TRANSPORTATION BOARD

DECISION

STB Docket No. MC-F-21015

RAILCREW XPRESS, LLC – ACQUISITION OF CONTROL – BROWN’S CREW
CAR OF WYOMING, INC., RAUDIN MCCORMICK, INC., AND JLS, INC.

AGENCY: Surface Transportation Board.

ACTION: Notice Tentatively Approving Finance Transaction.

SUMMARY: Rail RailCrew Xpress, LLC (“RCXLLC”), a non-carrier, filed an application under 49 U.S.C. 14303 to acquire the stock of Brown’s Crew Car of Wyoming, d/b/a Armadillo Express (“BROWN’S”), a federally regulated motor passenger carrier (MC-168832) and, through wholly owned RailCrew Xpress, Corp. (“RCXCORP”), a non-carrier, to continue to control two other earlier acquired federally regulated motor passenger carriers, Raudin McCormick, Inc., (“RMI”) (MC-184860) and JLS, Inc., d/b/a AAA Limo (“JLS”) (MC-225657). Persons wishing to oppose this application must follow the rules at 49 CFR 1182.5 and 1182.8. The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments must be filed by , 2006. Applicants may file a reply by , 2006. If no comments are filed by , 2006, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of any comments referring to STB Docket No. MC-F- to: Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, send one copy of comments to applicants’ representatives, Jeremy Kahn, Kahn and Kahn, 1730 Rhode Island Ave., N.W., Suite 810, Washington, DC 20036, and Bradford E. Kistler, Esq., Kinsey Ridenour Becker & Kistler, LLP, P.O. Box 85778, Lincoln, NE 68501.

FOR FURTHER INFORMATION CONTACT: Eric S. Davis, (202) 565-1608 [Federal Information Relay Service (FIRS) for the hearing impaired: 1-800-877-8339].

SUPPLEMENTARY INFORMATION: RCXLLC is a non-carrier Delaware Limited Liability Company which is proposing to acquire the stock of BROWN’S, which currently holds federally issued operating authority from the Federal Motor Carrier Safety Administration in MC-168832.

Applicants state RCXLLC also owns RCXCORP, a non-carrier Delaware corporation, which had previously acquired the stock of RMI and JLS, each of which currently holds federally issued operating authority from the Federal Motor Carrier Safety Administration, the former in MC-184860 and the latter in MC-225657.

Applicants seek approval of the acquisition by RCXLLC of the stock of BROWN'S and continuation in control by stock ownership of RCXLLC, through stock ownership of non-carrier RCXCORP of RMI and JLS. Applicants state that when RCXCORP acquired the stock of RMI and JLS, they were unaware of the Board's jurisdiction over the transaction.

In addition to federally issued operating authority, the carriers to come under control of RCXLLC also hold intrastate operating authority. BROWN'S holds intrastate authority in California, Colorado, Iowa, Minnesota, Nebraska, Nevada, Utah, and Wyoming. RMI holds intrastate authority in Kansas, Oklahoma, and Texas. JLS holds intrastate authority in Alabama, Indiana, Kansas, Louisiana, Missouri, New Mexico, and Oklahoma.

Under 49 U.S.C. 14303(b), the Board must approve and authorize a transaction found to be consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

The parties have submitted information, as required by 49 CFR 1182.2, including the information to demonstrate that the proposed transaction is consistent with the public interest under 49 U.S.C. 14303(b). They state that the proposed transaction will have no impact on the adequacy of transportation services available to the public, that fixed charges associated with the proposed transaction will not be adversely impacted and that the interests of employees of the carriers to be acquired will not be adversely impacted. Additional information, including a copy of the application, may be obtained from applicants' representatives.

On the basis of the application, we find that the proposed acquisition of control and lease of operating authority is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated, and unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 CFR 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this notice will take effect automatically and will be the final Board action.

Board decisions and notices are available at our website at "WWW.STB.DOT.GOV."

This decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The proposed finance transaction is approved and authorized, subject to the filing of opposing comments.

2. If timely opposing comments are filed, the findings made in this notice will be deemed as having been vacated.

3. This notice will be effective _____, 2006, unless timely comments are filed.

4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Federal Motor Carrier Safety Administration, 400 7th Street, S.W., Room 8214, Washington, DC 20590; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 400 7th Street, S.W., Washington, DC 20590.

Decided: February _____, 2006.

By the Board, Chairman Buttrey and Vice Chairman Mulvey.

Vernon A. Williams
Secretary